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Form 990-EZ

Department of the Treasury
Internal Revenue ServiceShort Form
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2009

Open to Public
Inspection

A For the 2009 calendar year, or tax year beginning JUL 1, 2009 and ending JUN 30, 2010

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization HENNEPIN COUNTY BAR FOUNDATION		D Employer identification number 41-6084117
		Number and street (or P.O. box, if mail is not delivered to street address) 600 NICOLLET MALL		E Telephone number (612) 752-6600
		Room/suite 390		F Group Exemption Number ▶
		City or town, state or country, and ZIP + 4 MINNEAPOLIS, MN 55402-1043		

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method: ☒ Cash ☐ Accrual
Other (specify) ▶I Website: ▶ www.hcba.org/Activities/Services/Foundation.aspxH Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)J Tax-exempt status (check only one) — ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **189,035.****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received		1	148,193.
	2	Program service revenue including government fees and contracts		2	
	3	Membership dues and assessments		3	
	4	Investment income		4	9,606.
	5a	Gross amount from sale of assets other than inventory		5c	
	5b	Less: cost or other basis and sales expenses			
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)			
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		6c	0.
	6a	Gross revenue (not including \$ 125,087. of contributions reported on line 1)	31,236.		
6b	Less: direct expenses other than fundraising expenses	31,236.			
7a	Gross sales of inventory, less returns and allowances		7c		
7b	Less: cost of goods sold				
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)				
8	Other revenue (describe ▶)		8		
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8		9	157,799.	
Expenses	10	Grants and similar amounts paid (attach schedule)	STMT 5	10	104,500.
	11	Benefits paid to or for members		11	
	12	Salaries, other compensation, and employee benefits		12	
	13	Professional fees and other payments to independent contractors		13	4,525.
	14	Occupancy, rent, utilities, and maintenance		14	
	15	Printing, publications, postage, and shipping		15	1,517.
	16	Other expenses (describe ▶)	SEE STATEMENT 1	16	15,917.
17	Total expenses. Add lines 10 through 16		17	126,459.	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)		18	31,340.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)		19	401,622.
	20	Other changes in net assets or fund balances (attach explanation)	SEE STATEMENT 3	20	4,282.
	21	Net assets or fund balances at end of year. Combine lines 18 through 20		21	437,244.
	22	Cash, savings, and investments		22	94,594.

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	165,029.	94,594.
23 Land and buildings		
24 Other assets (describe ▶)	236,593.	342,650.
25 Total assets	401,622.	437,244.
26 Total liabilities (describe ▶)	0.	0.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	401,622.	437,244.

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990-EZ (2009)

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Part V Other Information (Note the statement requirements in the instructions for Part V)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	X
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	X
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	35b	N/A
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Sch. N	36	X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions.	37a	0.
b Did the organization file Form 1120-POL for this year?	37b	X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a	X
b If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	N/A
39 Section 501(c)(7) organizations. Enter:	39a	N/A
a Initiation fees and capital contributions included on line 9	39b	N/A
b Gross receipts, included on line 9, for public use of club facilities		
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:		
section 4911 0.; section 4912 0.; section 4955 0.		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	X
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization		0.
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e	X
41 List the states with which a copy of this return is filed. MN		
42a The organization's books are in care of PAULA SCHULZE Telephone no. 612-752-6613		
Located at 600 NICOLLET MALL #390, MINNEAPOLIS, MN ZIP + 4 55402		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b	X
If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c	X
If "Yes," enter the name of the foreign country:		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year	43	N/A
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	X

Form 990-EZ (2009)

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

- 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
- 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 49a Did the organization make any transfers to an exempt non-charitable related organization?
- b If "Yes," was the related organization a section 527 organization?
- 50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

	Yes	No
46		X
47		X
48		X
49a	X	
49b		X

STMT 4-

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000

- 51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

NONE

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.		
	<div>Signature of officer: <u>Laurence R Buxbaum</u> Date: <u>11/11/10</u></div> <div>Type or print name and title: <u>Laurence R Buxbaum Executive Director</u></div>		
Paid Preparer's Use Only	Preparer's signature: <u>Linda M. Nelson, CPA</u>	Date: <u>11/11/2010</u>	Check if self-employed: <input type="checkbox"/>
	Preparer's identifying number (See instr.) Firm's name (or yours if self-employed), address, and ZIP + 4: <u>OLSEN THIELEN & CO., LTD</u> <u>2675 LONG LAKE ROAD</u> <u>ST. PAUL, MN 55113</u>		EIN: <u></u> Phone no.: <u>651-483-4521</u>

May the IRS discuss this return with the preparer shown above? See instructions

☒ Yes ☐ No

Form 990-EZ (2009)

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No 1545-0047

2009

Open to Public Inspection

Employer identification number

Part I	Reason for Public Charity Status (All organizations must complete this part.) See instructions.
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1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☒ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in)▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	134,821.	160,218.	175,475.	168,867.	148,193.	787,574.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	26,261.	25,359.	34,323.	30,555.	31,236.	147,734.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	161,082.	185,577.	209,798.	199,422.	179,429.	935,308.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6.)						935,308.

Section B. Total Support

Calendar year (or fiscal year beginning in)▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	161,082.	185,577.	209,798.	199,422.	179,429.	935,308.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	5,664.	8,308.	15,720.	11,583.	9,606.	50,881.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	5,664.	8,308.	15,720.	11,583.	9,606.	50,881.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)	166,746.	193,885.	225,518.	211,005.	189,035.	986,189.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	94.84 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	95.32 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	5.16 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	4.68 %

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☒

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No. 1545-0047

2009

Open To Public Inspection

Name of the organization

HENNEPIN COUNTY BAR FOUNDATION

Employer identification number
41-6084117

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ Yes☐ No

- b** If "Yes," list the ten highest paid individuals or entries (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total						

Total

- 3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		BAR BENEFIT (event type)	GOLF OUTING (event type)	1 (total number)	
Revenue	1 Gross receipts	123,146.	24,390.	8,787.	156,323.
	2 Less: Charitable contributions	103,464.	12,836.	8,787.	125,087.
	3 Gross income (line 1 minus line 2)	19,682.	11,554.		31,236.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	19,143.			19,143.
	7 Food and beverages	232.			232.
	8 Entertainment				
	9 Other direct expenses	307.	11,554.		11,861.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(31,236)
	11 Net income summary. Combine line 3, column (d), and line 10				0.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
	2 Cash prizes				
Direct Expenses	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary. Combine line 1, column (d), and line 7				

9 Enter the state(s) in which the organization operates gaming activities. _____

a Is the organization licensed to operate gaming activities in each of these states?

b If "No," explain:

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

b If "Yes," explain:

11 Does the organization operate gaming activities with nonmembers?

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

	Yes	No
9a		
10a		
11		
12		

13 Indicate the percentage of gaming activity operated in:

- a** The organization's facility
b An outside facility

13a	%
13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?**15a**

- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

17a

- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

FORM 990-EZ	OTHER EXPENSES	STATEMENT	1
DESCRIPTION		AMOUNT	
BANK CHARGES		562.	
DUES		773.	
MISCELLANEOUS		1,382.	
HCBA REIMBURSEMENT		13,200.	
TOTAL TO FORM 990-EZ, LINE 16		15,917.	

FORM 990-EZ	OTHER ASSETS	STATEMENT	2
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
INVESTMENTS - PUBLICLY-TRADED SECURITIES	236,593.	342,650.	
TOTAL TO FORM 990-EZ, LINE 24	236,593.	342,650.	

FORM 990-EZ	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	3
DESCRIPTION		AMOUNT	
UNREALIZED GAIN ON INVESTMENTS		4,282.	
TOTAL TO FORM 990-EZ, LINE 20		4,282.	

FOOTNOTES	STATEMENT	4
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FORM 990EZ, PART V, LINE 35: ALL REVENUE AND EXPENSES REPORTED ON LINE 6A-C ARE RELATED TO SPECIFIC FUNDRAISING EVENTS WHICH ARE NOT REGULARLY CARRIED ON BUSINESSES. 990T REPORTING IS NOT REQUIRED.

FORM 990EZ, PART VI, LINE 49A: THE FOUNDATION PAID HENNEPIN COUNTY BAR ASSN \$13,200 DURING THE CURRENT YEAR FOR REIMBURSEMENT FOR TIME SPENT BY HCBA EMPLOYEES FOR HCBF BUSINESS. THE FOUNDATION USES THE FACILITIES, EQUIPMENT AND MEMBER LISTS OF THE BAR ASSOCIATION. REIMBURSEMENT WAS AT ESTIMATED FAIR MARKET VALUE OF THE SERVICES PROVIDED. HCBF ALSO FUNDED THE HCBA LANGUAGE LINE AND THE HCBA LEADERS IMPACTING THE NONPROFIT COMMUNITY PROGRAMS.

FORM 990-EZ

CASH GRANTS AND ALLOCATIONS

STATEMENT 5

CLASS OF ACTIVITY/GRANTEE'S NAME AND ADDRESS	GRANTEE'S RELATIONSHIP	AMOUNT
LEGAL TRAINING BATTERED WOMEN'S LEGAL ADVOCACY PROJECT 1611 PARK AVE, SUITE 2 MINNEAPOLIS, MN 55404	NONE	1,000.
LEGAL SERVICES CHILDREN'S LAW CENTER OF MINNESOTA 450 NORTH SYNDICATE ST, SUITE 315 ST PAUL, MN 55104	NONE	5,000.
LEGAL SERVICES CIVIL SOCIETY 332 MINNESOTA ST #E1436 ST PAUL, MN 55101	NONE	3,500.
LEGAL SERVICES CONFLICT RESOLUTION CENTER 2101 HENNEPIN AVE S MINNEAPOLIS, MN 55405	NONE	3,000.
LEGAL SERVICES DIVISION OF INDIAN WORK 1001 EAST LAKE ST MINNEAPOLIS, MN 55407	NONE	3,000.
LEGAL SERVICES HCBA LANGUAGE LINE 600 NICOLLET MALL #390 MINNEAPOLIS, MN 55402	NONE	1,500.
LEGAL TRAINING HCBA LEADERS IMPACTING THE NONPROFIT COMMUNIT 600 NICOLLET MALL #390 MINNEAPOLIS, MN 55402	NONE	3,000.
LEGAL SERVICES IMMIGRANT LAW CENTER 450 NORTH SYNDICATE ST, SUITE 175 ST PAUL, MN 55104	NONE	3,000.
LEGAL SERVICES INDIAN CHILD WELFARE LAW CENTER 1730 CLIFTON PLACE #104 MINNEAPOLIS, MN 55403	NONE	3,000.

HENNEPIN COUNTY BAR FOUNDATION		41-6084117
LEGAL SERVICES INNOCENCE PROJECT 1536 HEWITT AVE ST PAUL, MN 55104	NONE	1,000.
LEGAL SERVICES LAWYERS CONCERNED FOR LAWYERS 2550 UNIVERSITY AVE W, SUITE 313N ST PAUL, MN 55114	NONE	3,000.
LEGAL SERVICES LEGAL AID SOCIETY OF MINNEAPOLIS 430 1ST AVE N, SUITE 300 MINNEAPOLIS, MN 55401	NONE	1,000.
LEGAL SERVICES LEGALCORPS 600 NICOLLET MALL #390A MINNEAPOLIS, MN 55402	NONE	1,500.
LEGAL SERVICES LOAN REPAYMENT ASSISTANCE PROGRAM OF MN 600 NICOLLET MALL #380 MINNEAPOLIS, MN 55402	NONE	3,000.
LEGAL SERVICES MINNESOTA AIDS PROJECT 1400 PARK AVE S MINNEAPOLIS, MN 55404	NONE	1,000.
LEGAL SERVICES MINNESOTA ASSISTANCE COUNCIL FOR VETERANS 360 NORTH ROBERT ST #306 ST. PAUL, MN 55101	NONE	3,000.
LEGAL SERVICES MINNESOTA JUSTICE FOUNDATION 229 19TH AVE SOUTH MINNEAPOLIS, MN 55455	NONE	4,000.
LEGAL SERVICES RESTORATIVE JUSTICE CENTER 1201 MARQUETTE AVE #330 MINNEAPOLIS, MN 55403	NONE	2,000.
LEGAL SERVICES THE ADVOCATES FOR HUMAN RIGHTS 650 THIRD AVE SOUTH #1240 MINNEAPOLIS, MN 55402	NONE	2,000.

HENNEPIN COUNTY BAR FOUNDATION		41-6084117
LEGAL SERVICES LEGAL RIGHTS CENTER 1611 PARK AVE MINNEAPOLIS, MN 55404	NONE	5,000.
LEGAL SERVICES VOLUNTEER LAWYERS NETWORK 600 NICOLLET MALL #390A MINNEAPOLIS, MN 55402	NONE	40,000.
LEGAL SERVICES VOLUNTEERS OF AMERICA - MINNESOTA (MAO LEGAL SERVICES) 2021 EAST HENNEPIN AVE #200 MINNEAPOLIS, MN 55413	NONE	1,000.
LEGAL SERVICES HCBA LEGAL STUFF 600 NICOLLET MALL #390 MINNEAPOLIS, MN 55402	NONE	4,000.
LEGAL SERVICES ASIAN WOMEN UNITED PO BOX 6223 MINNEAPOLIS, MN 55406	NONE	1,000.
LEGAL SERVICES DOMESTIC ABUSE PROJECT 204 WEST FRANKLIN AVE MINNEAPOLIS, MN 55404	NONE	1,000.
LEGAL SERVICES OPERATION DE NOVO, INC 800 WASHINGTON AVE N, SUITE 610 MINNEAPOLIS, MN 55401	NONE	2,000.
LEGAL SERVICES SEWARD LONGFELLOW RESTORATIVE JUSTICE PARTNERSHIP 2323 EAST FRANKLIN AVE MINNEAPOLIS, MN 55406	NONE	1,000.
LEGAL SERVICES SEXUAL VIOLENCE CENTER 3757 FREMONT AVE N MINNEAPOLIS, MN 55412	NONE	1,000.
LEGAL SERVICES SOMALI BENADIRI COMMUNITY OF MINNESOTA 1433 EAST FRANKLIN AVE #7E MINNEAPOLIS, MN 55404	NONE	1,000.
TOTAL INCLUDED ON FORM 990-EZ, LINE 10		104,500.

FORM 990-EZ

PART IV - LIST OF OFFICERS, DIRECTORS,
TRUSTEES AND KEY EMPLOYEES

STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD PINS, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	PRESIDENT 1.00	0.	0.	0.
MARSHALL LICHTY, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	VICE PRESIDENT 1.00	0.	0.	0.
ANDREW MOHRING, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	SECRETARY 1.00	0.	0.	0.
STEVEN M. PINCUS, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	TREASURER 1.00	0.	0.	0.
LAURENCE BUXBAUM, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	EXECUTIVE DIRECTOR 4.00	0.	0.	0.
HON. STEPHEN C. ALDRICH, 600 NICOLLET MALL, SUITE 390,	DIRECTOR 1.00	0.	0.	0.
DAVID R. FORRO, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
JEWELIE A. GRAPE, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
THOMAS D. JENSEN, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
JEREMY L. JOHNSON, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN	DIRECTOR 1.00	0.	0.	0.
KATHERINE L. MACKINNON, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN	DIRECTOR 1.00	0.	0.	0.
CHRISTOPHER MORRIS, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN	DIRECTOR 1.00	0.	0.	0.
HON. MIRIAM P. RYKKEN, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN	DIRECTOR 1.00	0.	0.	0.
JONATHAN A. STRAUSS, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN	DIRECTOR 1.00	0.	0.	0.

HENNEPIN COUNTY BAR FOUNDATION

41-6084117

CHERI G. SUDIT, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
MICHAEL W. UNGER, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
COURTNEY WARD-REICHARD, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN	DIRECTOR 1.00	0.	0.	0.
GLEN MCCLUSKEY, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
HON. THOMAS JOHNSON, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN	DIRECTOR 1.00	0.	0.	0.
PAUL FLOYD, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
MARY VASALY, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
MICHELLE JONES, 600 NICOLLET MALL, SUITE 390, MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON FORM 990-EZ, PART IV		0.	0.	0.

THE HCBF SUPPORTS PROGRAMS THAT:

- (1) PROVIDE LEGAL SERVICES TO INDIVIDUALS OF LIMITED RESOURCES;
- (2) EDUCATE THE PUBLIC ABOUT THE LEGAL SYSTEM; AND
- (3) CONTRIBUTE TO THE IMPROVEMENT OF THE LEGAL SYSTEM AND THE ADMINISTRATION OF JUSTICE.

THE FOUNDATION DERIVES VIRTUALLY ALL OF ITS FUNDING FROM DIRECT CONTRIBUTIONS FROM LOCAL HENNEPIN COUNTY LAWYERS, AREA LAW FIRMS, AND OTHER ORGANIZATIONS IN THE LEGAL ARENA. CONTRIBUTIONS TO THE HCBF PROVIDE FAR-REACHING SUPPORT TO A WIDE RANGE OF LEGAL SERVICES PROGRAMS IN HENNEPIN COUNTY.

GRANT RECIPIENTS SERVE DIVERSE CLIENTS AND POPULATIONS THROUGHOUT HENNEPIN COUNTY, AND ENSURE THAT THOSE IN NEED RECEIVE LEGAL SERVICES AND ACCESS TO JUSTICE FROM AGENCIES IN THEIR COMMUNITIES.

FUNDING FROM THE FOUNDATION HAS FACILITATED THE CREATION AND CONTINUED EXISTENCE OF PROGRAMS THAT ADDRESS THE LEGAL NEEDS OF INDIGENT RESIDENTS OF HENNEPIN COUNTY, INCLUDING: VOLUNTEER LAWYERS NETWORK, LEGAL AID, THE ADVOCATES FOR HUMAN RIGHTS, THE LEGAL RIGHTS CENTER AND THE CHILDREN'S LAW CENTER.

THE HENNEPIN COUNTY BAR FOUNDATION IS A 501(C)(3) CHARITABLE CORPORATION THAT SERVES AS THE CHARITABLE ARM OF THE HENNEPIN COUNTY BAR ASSOCIATION. THE FOUNDATION WAS ESTABLISHED IN 1968 AND PROVIDES FINANCIAL GRANTS TO LAW-RELATED ORGANIZATIONS AND PROJECTS.

Hennepin County Bar Foundation
41-6084117
Attachment to Form 990-EZ

I certify that the attached newly adopted Bylaws are complete and accurate copies of the original documents.

Lawrence R. Buxbaum
Authorized Officer Executive Director

11/11/10
Date

RESTATED BY LAWS
OF
HENNEPIN COUNTY BAR FOUNDATION

As adopted May 19, 2010

ARTICLE 1 MEMBERS AND MEETING OF MEMBERS

1.1 Members. The members of the corporation shall consist solely and exclusively of the persons who are the class A directors: The immediate past President, the President, the President-elect, the Secretary, and the Treasurer of the Hennepin County Bar Association. All members shall be members in good standing of the Hennepin County Bar Association during any period in which they are members of the corporation. Failure to do so shall be grounds for immediate removal under Article 2.4.

1.2 Annual Meetings. The President of the Foundation shall preside at all meetings of the members. An annual meeting of the members shall be held in each calendar year for the election of directors in class B and for the transaction of any other business properly coming before it. The time and place for an annual meeting shall be established by the board and notice of such meeting shall be given as hereinafter provided. The annual meeting of members may immediately precede or occur within the annual meeting of the Board of Directors, as set forth in Article 2.7 hereof. If no annual meeting of the members has been held during the immediately preceding 15 months, then the annual meeting of members shall be called by the president, vice president or secretary upon demand of any member, or any class B director, and notice of such meeting shall be given as hereinafter provided. At each annual meeting of the members, the members of the corporation shall elect the class B directors.

1.3 Special Meetings. Special meetings of the members may be called for any purpose at any time by the president, or the board of directors, or by any two or more members. A person or group entitled to call a special meeting may make a written request to the president or secretary to call the meeting. Such officer shall give notice, as hereinafter provided, of the meeting within seven days after receiving the request. If the officer fails to give such notice within seven days, then the person or group who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

1.4 Place of Meeting. Meetings of the members shall be held at the registered office of the corporation, or at such other place as may be designated by the board of directors.

1.5 Notice of Meetings. The president or secretary shall give to each member and each class B director at his or her address as shown on the books of the corporation, written notice of each annual or other meeting of members, and of a membership vote by mail on any issue, at least five but not more than thirty days prior to the date thereof. Such notice shall state the time and place of the meeting, and, in case of a special meeting, the purpose or purposes thereof. Notice of any meeting of only members may be waived in writing by members either before, during or after such meeting. Telephone, telegraphic, fax or E-mail notice may be substituted for written notice of any regular or special meetings of the members.

1.6 Waiver of Notice. A member may waive notice of any meeting before, at or after the meeting, orally or by attendance. Attendance at a meeting by a member is a waiver of notice of that meeting unless the member attends the meeting solely for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Attendance at and participation in a meeting by a member is not waiver of notice of a particular item of business if the member objects before a vote on an item of business on the grounds that the item may not be lawfully considered at such meeting, provided that the member does not participate in the consideration of the item at such meeting.

1.7 Quorum. One third (1/3) of the total number of members, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members. To establish a quorum in a vote by mail, a minimum of one third (1/3) of the member ballots must be returned by the deadline stated in the ballot. If a quorum is not present at a meeting, those members present may adjourn the meeting until such time as a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned. When a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

1.8) Voting. At each meeting of members, each member may vote in person or by written proxy. All proxies shall be filed with the secretary of the meeting at or before the meeting. Each member shall have one vote on any matter on which members have the right to vote. Members may vote by voice or by ballot or by other means permitted by these Bylaws. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, all elections and questions shall be decided by a majority vote of the members present in person or by proxy at any meeting at which a quorum is present. There shall be no cumulative voting by the members of the corporation.

1.9) Telephone Conference Meetings. A conference among members, or among members of any committee designated by the members, by any means of communications through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the members, or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a

quorum at the meeting. Participation in a meeting by said means constitutes personal presence at the meeting.

1.10) Voting by Mail. When determined to be advisable by the members, the entire vote on any single issue may be by mail. In such case the notice shall state each issue to be voted on by mail and, in accordance with the notice requirements of these Bylaws, shall further state the date by which the ballot must be returned to the corporation to be a valid vote for such issues. The notice shall be accompanied by a written form of ballot covering each issue on which a mail vote is to be had.

1.11) Authorization Without a Meeting. Any action which may be taken at a meeting of the members may be validly taken without a meeting if a consent in writing, setting forth the actions so taken is signed by all of the members entitled to vote with respect to the subject matter thereof. Any such consent shall be filed with the secretary of the corporation.

ARTICLE 2. BOARD OF DIRECTORS

2.1) General Powers. The property, affairs and business of the corporation shall be managed by its board of directors.

2.2) Number Qualification and Term of Office. The board of directors of the corporation shall consist of persons designated as class A and class B directors whose number, qualifications and terms of office shall be as follows:

- (a) Class A directors shall consist solely and exclusively of the persons who constitute the members of the corporation.
- (b) Class B directors shall be such persons, other than class A directors, as may from time to time be elected to the board of directors by the members of the corporation. The class B directors shall be divided into three groups, with the term of office of one group expiring each year. The number of class B directors shall not exceed twenty-one (21), and shall not be less than six (6). All Class B directors shall be members in good standing of the Hennepin County Bar Association; provided, however, that any Class B director holding office on July 1, 2010, who is not then a member of the association shall not be required to become a member until the end of his/her term of office.
- (c) If a class B director becomes a member of the corporation, he or she shall concurrently therewith automatically become a class A director of the corporation and cease to be a class B director. The remaining class B term, if any, of the director shall then be filled in accordance with the vacancy policy of paragraph 2.5.
- (d) No Class B director shall serve more than two consecutive three year terms. Any Class B director as of July 1, 2010 shall be eligible to serve the remainder of his/her term, notwithstanding the preceding sentence.

2.3) Resignation. Any class A or B director may resign as a director of the Foundation at any time by giving written notice to the secretary. Such resignation shall take effect at the time specified therein, but in no event earlier than the date of receipt by the secretary.

2.4) Removal. Any director may be removed, either with or without cause, at any time, by a vote of two thirds of the members of the corporation, at a special meeting of the members called for the purpose; and the vacancy in the board of directors caused by any such removal shall be filled in accord with the vacancy policy of paragraph 2.5. In the event any class A director is removed, he or she shall concurrently therewith automatically be disqualified as and cease to be a member of the corporation. Any director whose removal is contemplated shall be given at least five-days notice of the meeting at which the removal is to be considered, and shall be given an opportunity to be heard at the meeting before the question of removal is decided by the board.

A class B director may also be removed by a majority vote of the class B directors at a regular or special meeting of the board, and the vacancy in the board of directors shall be filled in accord with the vacancy policy of paragraph 2.5. Any director whose removal is contemplated shall be given at least five-day notice of the meeting at which the removal is to be considered, and shall be given an opportunity to be heard at the meeting before the question of removal is decided by the board.

2.5) Vacancies. Vacancies among the class B directors shall be filled by a vote of the remaining class A and B directors. A person so elected to fill a vacancy shall serve as a director for the remainder of the term of office of the director whose vacancy is being filled. No vacancy need be filled unless necessary to maintain the minimum number of directors required by these Bylaws.

2.6) Quorum and voting. One-third of the directors currently holding office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment even though the withdrawal of a number of directors originally present leaves less than the proportion or number otherwise required for a quorum. Except as otherwise required by law or the Articles of Incorporation, the acts of a majority of that number of directors present at the convening of a meeting at which a quorum was present shall be the acts of the board of directors. Each director shall have one vote regardless of whether they are a member of class A or B.

2.7) Board Meetings; Place and Notice. The annual meeting of the board of directors shall be held for the purpose of election of officers and the transaction of any other business properly coming before it. There may be such other meetings of the board as may be held from time to time at any place that the board may designate, but no less than three meetings of the board (including the annual meeting) shall be held each year. In the absence of designation by the board, board meetings shall be held at the principal executive office of the corporation, except as may be otherwise unanimously agreed

orally, or in writing, or by attendance. The president or any two directors may call a board meeting by giving at least five but not more than thirty days notice to all directors of the date and time of the meeting. Except as provided herein, the notice need not state the purpose of the meeting, and may be given by mail, telephone, or in person. If a meeting schedule is adopted by the board, or if the date and time of a board meeting has been announced at a previous meeting, no notice is required. Telephone, telegraphic, fax or E-mail notice may be substituted for written notice of any regular or special meetings of the board.

2.8) Waiver of Notice. A director may waive notice of any meeting before, at or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director attends the meeting solely for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Attendance at and participation in a meeting by a director is not waiver of notice of a particular item of business if the member objects before a vote on an item of business on the grounds that the item may not be lawfully considered at such meeting, provided that the director does not participate in the consideration of the item at such meeting.

2.9) Telephone Conference Meetings. A conference among directors, or among members of any committee designated by the board of directors, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

2.10) Action Without Meeting. An action required or permitted to be taken at a board meeting may be taken by written action signed by all of the directors.

2.11) Compensation. No director shall receive any compensation for his or her services as a director unless such compensation is authorized by resolution of the board of directors. Directors may be reimbursed for any expenses of attendance at meetings of the board, if reimbursement is authorized by resolution of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE 3 OFFICERS

3.1) Number. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer and such other officers as may from time to time be elected by the board of directors. Any of the offices or functions of the offices may be held or exercised by the same person.

3.2) Election Term of Office and Qualifications. At the annual meeting of the board of directors, the board shall elect the officers. Each such officer shall hold office until the next annual meeting and until his or her successor is elected and has qualified,

the officer resigns his/her position as officer or as a board member, or until he or she has been removed in the manner herein provided.

3.3) Removal. Any officer may be removed, with or without cause, by the board of directors whenever in its judgement the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of such officer.

3.4) Resignation. Any officer may resign at any time by giving written notice to the corporation. The resignation is effective when notice is given to the corporation, unless a later date is specified in the notice, and acceptance of the resignation shall not be necessary to make it effective.

3.5) Vacancies. If there is a vacancy in any office of the corporation, by reason of death, resignation, removal or otherwise, such vacancy may be filled for the unexpired term by the board of directors.

3.6) President. The president shall (a) preside at all meetings of the members and of the directors; (b) be the chief executive officer of the corporation; (c) have general active management of the business of the corporation; (d) see that all orders and resolutions of the board are carried into effect; (e) sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws, or the board to some other officer or agent of the corporation; and (f) perform all duties incident to the office of president, and such other duties as may from time to time be prescribed by the board.

3.7) Vice President. The Vice President shall perform such duties as may be delegated by the board or by the president. In the absence of the president, the vice president shall preside at all meetings of the members and the board. The vice president shall serve as a member of the Hennepin County Bar Association Board of Directors during the period of his/her office.

3.8) Secretary. The secretary shall (a) attend all meetings of the members, the board of directors, and the executive committee; (b) keep in the minute book proper minutes of the proceedings of all such meetings; (c) give all required notices; (d) have custody of the corporate records; and (e) perform such other duties as may from time to time be prescribed by the board.

Assistant Secretary: The Secretary may delegate the functions of his/her office to employees of the Hennepin County Bar Association, but shall remain responsible to the Foundation for the completion of those functions.

3.8) Treasurer. The treasurer shall (a) keep accurate financial records for the corporation; (b) deposit all monies, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the board of directors shall designate from time to time; (c) endorse for deposit all notes, checks and drafts received by the corporation as ordered by the board, making proper vouchers therefor; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by

the board; (e) render to the president and the board of directors, whenever requested, an account of all of his or her transactions as treasurer and of the financial condition of the corporation; and (f) perform such other duties as may be prescribed by the board of directors or the president from time to time.

3.9) Other Officers. Any other officers appointed by the board of directors shall perform such duties and be responsible for such functions as the board of directors may prescribe.

ARTICLE 4 COMMITTEES

4.1) Executive Committee. The board of directors shall designate three or more of its members, a majority of whom shall be class A directors, as an executive committee, which, to the extent determined by the board, shall have and exercise the authority of the board in the management of the business of the corporation. The executive committee shall act only in the intervals between meetings of the board and shall at all times be subject to the control and direction of the board. A majority of the executive committee shall constitute a quorum for the transaction of any business.

4.2) Nominating Committee. The president, in consultation with the members of the corporation, annual appoint a five member nominating committee, two of whom shall be members of the corporation. Each appointment shall be made with due regard for diversity and shall be for a term of one year. One member of the nominating committee shall be designated as chair. The nominating committee shall nominate at least one Class B director for each officer position. The nominating committee shall advise the members of the corporation on the criteria and identity of Class B directors to be appointed.

4.3) Strategic Planning Committee. The board of directors shall name a Strategic Planning Committee whose members shall prepare for board consideration a long range plan, a board development plan and such other and further governance plans and amendments thereto as may be appropriate. The vice president ex officio shall chair the strategic planning committee.

4.4) Other Committees. The board of directors may from time to time establish such other committees as it may deem proper, and may prescribe the functions and duties of such committees and the terms of membership of committee members. The president shall appoint all committee members subject to ratification by the board. Committee members need not be directors of the corporation.

4.5) Action Without Meeting. An action required or permitted to be taken at a committee meeting may be taken by written action signed by all of the members of the committee.

ARTICLE 5 FISCAL YEAR

5.1) Fiscal Year. The fiscal year of the corporation shall end on the thirtieth day of June in each year.

ARTICLE 6 EXECUTION OF CONTRACTS

6.1) Contracts. The board of directors may authorize any officer or officers, or agent or agents, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Except as otherwise provided in these Bylaws and except as from time to time authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

ARTICLE 7 INDEMNIFICATION

7.1) Indemnification. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

ARTICLE 8 AMENDMENTS

8.1) Amendments. The board of directors shall have the authority to amend these Bylaws, in whole or in part, at any meeting of directors where one-half of the directors are present, upon the vote of two-thirds majority of all directors present; provided, however, that written notice of the proposed amendment or amendments shall have been given to all directors at least five but not more than thirty days prior to the meeting.